

WC 06-85

ROCKWELL APR 10 2006

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

NEW YORK, NY
TYSONS CORNER, VA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES
JAKARTA, INDONESIA
MUMBAI, INDIA

FACSIMILE

(202) 955-9786
ROCKET FILED BY DRYE.COM

DIRECT LINE: (202) 955-9786

EMAIL: jgriffin@kelleydrye.com

April 10, 2006

DUPLICATE

BY HAND

Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Companies Listed in Exhibit A
Application for Consent to Transfer Of Control of a Company Holding a Blanket
Domestic Authorization Pursuant to Section 214 of the Communications Act of 1934, as
Amended

Enclosed for filing, on behalf of CTC Communications Group, Inc. ("CTC Group"), Choice One Communications Inc. ("Choice One"), and Conversent Communications, Inc. ("Conversent") (CTC Group, Choice One, and Conversent, collectively the "Parties"), please find an original and five (5) copies of the above-captioned application. The Parties request authority for the transfer of control of the 10 companies listed in Exhibit A that hold domestic Section 214 authority. These companies are all subsidiaries of Conversent. The Parties propose to transfer control of these companies as a result of the acquisition of Conversent by CTC Group and Choice One.

The Parties note that some of the companies listed on Exhibit A also hold international Section 214 authority, and that certain companies hold international Section 214 authority but no domestic Section 214 authority. The application that is attached is a joint domestic and international application that covers all the companies listed in Exhibit A. Because this a joint application, the application is being filed concurrently with the International Bureau via its IBFS electronic program.

Remittance Form 159 and a check to cover the \$8,950 filing fee (10 companies @ \$895.00 each) are appended. An additional copy of this filing for date-stamp and return has been provided as well. If there are any questions regarding this application, please contact the undersigned counsel. Thank you in advance for your assistance with this matter.

KELLEY DRYE & WARREN LLP

April 10, 2006
Page Two

Sincerely,



Jean M. Griffin

Enclosures

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Mountaineer Telecommunications, LLC	Conversent Communications, Inc.	0012534749	No	§ 214 global resale authority granted April 26, 2000 in IB File No. ITC-214-20000403-00192.
FiberNet, L.L.C.	Conversent Communications, Inc.	0003771011	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
FiberNet Telecommunications of Pennsylvania, LLC	Conversent Communications, Inc.	0003771045	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
Conversent Communications, LLC	Conversent Communications, Inc.	0008307738	No	§ 214 global resale authority granted in IB File No. ITC-214-19960530-00217; ITC-ASG-19991119-00721.

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Connecticut, LLC	Conversent Communications, Inc.	0008841959	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Maine, LLC	Conversent Communications, Inc.	0008841900	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Massachusetts, Inc.	Conversent Communications, Inc.	0008841876	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of New Hampshire, LLC	Conversent Communications, Inc.	0008842007	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New Jersey, LLC	Conversent Communications, Inc.	0008841983	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New York, LLC	Conversent Communications, Inc.	0008841991	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Pennsylvania, LLC	Conversent Communications, Inc.	0008841934	No	Authorized to operate under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Rhode Island, LLC	Conversent Communications, Inc.	0008841975	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Vermont, LLC	Conversent Communications, Inc.	0008841942	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

EXHIBIT A
CONVERSENT SUBSIDIARIES

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications Long Distance, LLC	Conversent Communications, Inc.	0006209787	No	§ 214 global resale authority granted April 9, 1999 in IB File No. ITC-214-19990210- 00081.

The address of each Conversent Subsidiary is:

c/o Conversent Communications, Inc.
313 Boston Post Road West
Marlborough, MA 01752
Tel: (800) 275-2088
Fax: (508) 486-6300

DUPLICATE

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by GMB
1060-0589
Page 1 of 10

(1) LOCKBOX #		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$8,950.00	
(4) STREET ADDRESS LINE NO. 1 1200 19th Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 500			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9600		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006-5547-78		FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME FiberNet, L.L.C.			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road West			
(16) CITY Marlborough		(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003771011		FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>JOAN M. GUTHRIE</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Joan M. Guthrie</u> DATE <u>4/6/06</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) authorization heretofore described. SIGNATURE _____ DATE _____			

SEE PUBLIC NOTICE ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION		REMITTANCE ADVISE (CONTINUATION SHEET)	
Page No. 2 of 10		SECRETARY	
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME FiberNet Telecommunications of Pennsylvania, LLC			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road			
(16) CITY Marlborough		(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003771045			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE	
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC USE ONLY	
Page No. 3 of 10			
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Conversent Communications of Connecticut, LLC			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road			
(16) CITY Marlborough		(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008841959			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE		
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE		
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE		
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE		
(28F) FCC CODE 1		(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) <small>Page No. 4 of 10</small>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION III - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Conversent Communications of Maine, LLC		
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.		
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road		
(16) CITY Marlborough	(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0008841900		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. 5 of 10			FOR FILL IN
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			FOR FILL IN
(13) APPLICANT NAME Conversent Communications of Massachusetts, Inc.			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road			
(16) CITY Marlborough	(17) STATE MA	(18) ZIP CODE 01752	
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008841876			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FEE DUE FOR (PTC)	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FEE DUE FOR (PTC)	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FEE DUE FOR (PTC)	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FEE DUE FOR (PTC)	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FEE DUE FOR (PTC)	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FEE DUE FOR (PTC)	
(28F) FCC CODE 1		(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION		FCC FORM 159-C
REMITTANCE ADVICE (CONTINUATION SHEET)		FEBRUARY 2001 (REVISED)
Page No. 6 of 10		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Conversent Communications of New Hampshire, LLC		
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.		
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road		
(16) CITY Marlborough	(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0008842007		
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION		
REMITTANCE ADVICE (CONTINUATION SHEET)		
Page No. 7 of 10		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Conversent Communications of New Jersey, LLC		
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.		
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road		
(16) CITY Marlborough	(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0008841983		(22) PAYMENT TYPE CODE
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. 8 of 10		DATE RECEIVED	FILED
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Conversent Communications of New York, LLC			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road			
(16) CITY Marlborough		(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008841991			
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE		
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE		
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE		
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE		
(28F) FCC CODE 1		(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No. 9 of 10

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME Conversent Communications of Rhode Island, LLC		
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.		
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road		
(16) CITY Marlborough	(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0008841975	
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1	(29F) FCC CODE 2	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. 10 of 10		SPECIAL USE FCC USE ONLY	
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME Conversent Communications of Vermont, LLC			
(14) STREET ADDRESS LINE NO. 1 c/o Conversent Communications, Inc.			
(15) STREET ADDRESS LINE NO. 2 313 Boston Post Road			
(16) CITY Marlborough		(17) STATE MA	(18) ZIP CODE 01752
(19) DAYTIME TELEPHONE NUMBER (include area code) 800-275-2088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0008841942			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

DUPLICATE

In the Matter of)	
)	
SUBSIDIARIES OF CONVERSENT)	WC Docket No. 06-__
COMMUNICATIONS, INC. AS LISTED)	
IN EXHIBIT A)	File Nos. ITC-T/C-_____
)	
)	
Application for Consent to Transfer)	
Control of Companies Holding)	
International Authorizations and/or Blanket)	
Domestic Authorizations Pursuant)	
to Section 214 of the Communications Act)	
of 1934, as Amended)	

APPLICATION

CTC Communications Group, Inc. ("CTC Group") (FRN: 0009-7049-74), Choice One Communications Inc. ("Choice One") (FRN: 0006-2922-39), and Converseant Communications, Inc. ("Converseant") (FRN: 0012-5181-48) (CTC Group, Choice One, and Converseant, collectively the "Parties" or "Applicants"), by their attorneys, hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.03, 63.04, 63.24(e), to transfer control of the Converseant subsidiaries listed in **Exhibit A** ("Converseant Subsidiaries") as a result of the acquisition of Converseant by CTC Group and Choice One. As discussed herein, Converseant owns a number of competitive local exchange carriers ("CLECs") that provide a variety of telecommunications and information services to business and residential customers in certain Northeast and Mid-Atlantic states. Details regarding the

domestic and international Section 214 authority held by the Conversent Subsidiaries are contained in Exhibit A. CTC Group and Choice One each own various CLEC subsidiaries (the "CTC Subsidiaries" and the "Choice One Subsidiaries," respectively) that provide telecommunications and information services to business and residential customers in the Northeast (CTC Group and Choice One), the Mid-Atlantic states (CTC Group), or the Midwest region (Choice One). Details regarding the domestic and international Section 214 authority held by the CTC Subsidiaries and the Choice One Subsidiaries are contained in Exhibit B.

On February 22, 2006, CTC Group and Choice One filed an application seeking authority to transfer control of the CTC Subsidiaries and the Choice One Subsidiaries as a result of the merger of CTC Group with and into Choice One (the "CTC/Choice One Merger Application").¹ As discussed in the CTC/Choice One Merger Application, Choice One will be the surviving corporation of the merger, although the name of the surviving corporation has yet to be determined. The CTC/Choice One Merger Application has been placed on public notice² and is currently pending before the Commission. The Parties ask that the Commission continue to process and proceed to grant the CTC/Choice One Merger Application in accordance with the terms of the issued public notices and without prejudice to the Commission's action on this Application. Such action will minimize the impact of any uncertainty resulting from the proposed transaction on the CTC Group and Choice One employees and customers. Because the

¹ See Applications in WC Docket No. 06-47 and IB File Nos. ITC-T/C-20060222-00100-00103, 00105-00106.

² See Public Notice DA 06-667, rel. Mar. 27, 2006 (WCB). It is the Applicants' understanding that the International Bureau will put the application on public notice in the near future.

public interest would be best served by timely action on the CTC/Choice One Merger Application, this Application assumes the grant of the CTC/Choice One Merger Application in analyzing the impact of the proposed Conversent acquisition.

The Parties respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because: (1) the proposed transaction will result in a combined entity (CTC Group, Choice One, and Conversent) (the "Combined Corporation") and its affiliates (as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Combined Corporation (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (1) the Combined Corporation will be affiliated with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power in the countries in which it operates; (2) the Combined Corporation will not be affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

I. APPLICANTS AND LICENSEES

A. Choice One

Choice One is a Delaware corporation with headquarters at 100 Chestnut Street, Suite 600, Rochester, New York 14604. Choice One is a holding company for the Choice One Subsidiaries, which are also headquartered at 100 Chestnut Street, Suite 600, Rochester, New York 14604. The Choice One Subsidiaries are common carriers that provide communications and information services to small and medium size businesses predominantly in the Northeast and Midwest regions (Connecticut, Illinois, Indiana, Maine, Massachusetts, Michigan, New Hampshire, New York, Ohio, Pennsylvania, Rhode Island, and Wisconsin).

The Choice One Subsidiaries' service offerings include local exchange services, long distance services, Internet access (including DSL), and web hosting, design, and development services. The Choice One Subsidiaries provide their services using TDM, ATM, and a broadband packet-based network that includes an extensive fiber optic backbone. In addition, the Choice One subsidiaries provide service by reselling, to a limited extent, the local and interexchange telephony services of other telecommunications carriers.

At present, three (3) entities hold a 10 percent or greater ownership interest in Choice One. Quantum Partners LDC ("Quantum") holds a 24.8 percent ownership interest. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is wholly-owned by Quantum Emerging Growth Partners C.V. ("Quantum Emerging"), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Quantum Emerging is

Emerging Growth Fund Management C.V. ("Emerging Growth"), a Netherlands Antilles limited partnership whose business is investment.³ The managing general partner of Emerging Growth is Quastro N.V. ("Quastro"), a Netherlands Antilles corporation whose business is investment. The sole shareholder of Quastro is voted by George Soros, a U.S. citizen whose is Chairman of Soros Fund Management LLC ("SFM"), a Delaware limited liability company. By virtue of a management agreement between SFM and Quantum, Mr. Soros exercises voting and dispositive power over the shares of Choice One held by Quantum.

General Electric Capital Corporation holds 14.0 percent ownership interest in Choice One. General Electric Capital Corporation is wholly-owned by General Electric Capital Services Inc., which in turn is a wholly owned subsidiary of General Electric Company, a widely held public corporation.

Finally, Varde Investment Partners, L.P. ("Varde"), a Delaware limited partnership, holds 11.6 percent ownership interest in Choice One. Varde is controlled by its general partner, Varde Investment Partners G.P., LLC ("VIP G.P."). Varde Partners, L.P. is a managing member of VIP G.P. Varde Partners, L.P.'s general partner is Varde Partners, Inc. The 10 percent or greater owners of Varde Partners, Inc. are as follows: George G. Hicks, 33.3 percent; Gregory S. McMillan, 33.3 percent; and Marcia L. Page, 33.3 percent. All of the Varde entities as well as Mr. Hicks, Mr. McMillan, and Ms. Page are U.S. citizens.

³ Quantum Endowment Fund N.V. ("QEF NV") is a limited partner of Quantum Emerging with an equity interest of over 50 percent. No entity has an ownership or voting interest of 10 percent or more in QEF NV.

B. CTC Group

CTC Group is a Delaware corporation with headquarters at 220 Bear Hill Road, Waltham, Massachusetts 02451. CTC Group is a holding company for the CTC Subsidiaries, which are also located at 220 Bear Hill Road Waltham, Massachusetts 02451. The CTC Subsidiaries are common carriers that provide communications services to medium and large size businesses predominantly in the Northeast and Mid-Atlantic regions (Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia) as well as to residential customers in Connecticut.

The CTC Subsidiaries' service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, and ATM services; Internet access, webmail and converged services. In addition, wireless services (cellular and paging) are provided in Connecticut. Where possible, the CTC Subsidiaries provide their services using their broadband, IP-based network known as the PowerPath® Network. The PowerPath® Network includes Cisco network infrastructure and a redundant fiber optic backbone (8,200 fiber miles). The network also includes the use of packet switching technology as well as more traditional circuit switches. The CTC Subsidiaries also furnish wireline data telecommunications services over an ATM-based broadband network that the companies have deployed throughout the high-density business markets in Connecticut. This network consists of ATM switches as well as transmission facilities that they obtain from other telecommunications carriers. In addition, the CTC Subsidiaries provide service by reselling the local and interexchange telephony services of other telecommunications

carriers. In Connecticut, the company's offerings also include resold cellular and paging services.⁴

CTC Group is a wholly-owned subsidiary of Columbia Ventures Broadband LLC ("CVC Broadband"), which is, in turn, a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"). CVC Broadband, a Washington state limited liability company, is a holding company. CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. CVC holds global facilities-based and resale international Section 214 authority as granted by the Commission on October 16, 1998 in IB File No. ITC-214-19980820-00606 to a CTC Subsidiary, CTC Communications of Virginia, Inc. ("CTC Virginia"), and subsequently assigned on a *pro forma* basis to CVC.⁵ Neither CVC nor CVC Broadband provide telecommunications services.

In August 2004, CVC notified the Commission that a number of wholly-owned CVC subsidiaries -- including CVC Acquisition Company (Ireland) Limited (now known as Hibernia Atlantic Cable System Limited or "Hibernia Ireland"), CVC Acquisition Company (UK) Limited (now known as Hibernia Atlantic (UK) Limited or "Hibernia UK"), CVC Acquisition Company (Canada) Ltd. (now known as Hibernia Atlantic Communications (Canada) Company or "Hibernia Canada"), and Columbia Ventures U.S. Acquisition LLC (now known as Hibernia Atlantic U.S. LLC or "Hibernia USA") -- would operate under CVC's Section 214 authority, as permitted under Section 63.21(h)

⁴ Cellular services are being discontinued as of June 1, 2006.

⁵ See Letter from Joan E. Neal, counsel to CVC, to Marlene H. Dortch, Secretary, FCC, dated May 6, 2004, in FCC File No. ITC-214-19980820-00606.

of the Commission's Rules, 47 C.F.R. § 63.21(h).⁶ The CVC companies listed (the "Hibernia Companies") have ownership interests in Hibernia Atlantic (formerly known as the 360atlantic Cable Network), a submarine cable network extending between the U.S., Canada, the U.K. and Ireland.⁷ In the U.S., the Hibernia Companies provide only high-capacity international circuits at this time. None of the foreign Hibernia Companies have market power in their destination markets.⁸

CVC holds ownership interests in two other foreign telecommunications carriers, Globalstar Australia and Magnet Networks Limited ("Magnet Networks"). CVC's wholly-owned subsidiary, Columbia Ventures (Australia) Pty. Ltd., holds a 50 percent interest in Globalstar Australia, a provider of competitive wireless services in Australia. Globalstar Australia does not have market power in Australia.⁹ Magnet Networks is a wholly-owned indirect subsidiary of CVC and a provider of voice, data, and television services in Ireland. Magnet Networks does not have market power in Ireland.¹⁰ CVC also owns Fiberlink LLC d/b/a Columbia Fiber Solutions, a dark fiber provider in Washington state, and a 12.3 percent ownership interest in Metro One

⁶ See FCC File No. ITC-ASG-20040506-00308, Report No. TEL-00821, rel. Aug. 12, 2004. One of the companies listed in the letter, CVC Acquisition Iceland Limited, does not exist at this time.

⁷ See File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103, granted Jan. 31, 2003, in DA No. 03-335, rel. Jan. 31, 2003.

⁸ This fact was confirmed in 2004 when the FCC granted authority to a CTC Subsidiary, CTC Communications Corp. ("CTC"), to provide facilities-based and resale international services on a global basis as a non-dominant carrier on all routes. See IB File No. ITC-214-20040708-00260, granted July 30, 2004 (the "CTC 2004 Authorization").

⁹ This fact was confirmed in 2004 when the FCC granted the CTC 2004 Authorization.

¹⁰ This fact was confirmed last year when the FCC granted authority to CTC Group to acquire a CTC Subsidiary, Lightship Telecom, LLC ("Lightship"), and retained CTC's non-dominant status on the U.S. - Ireland route. See FCC File No. ITC-T/C-20050324-00122, granted Apr. 29, 2005 (the "Lightship Transfer Authorization").